

NOV. EXECUTIVE COMMITTEE MEETING SUMMARY

AGENDA

SNOHOMISH SUSTAINABLE LANDS STRATEGY

EXECUTIVE COMMITTEE PHASE 3 MEETING (3.3.11)

Wednesday, November 19, 2014 9:30 – 11:30, Qualco Energy Office

(18117 203rd St SE, Monroe, WA 98272 See directions below)

PURPOSE: Review and consider approval of Discussion Draft SLS Bylaws, and, if approved, consider appointment of Executive Committee nominating committee; discuss reach focus area and countywide updates.

PARTICIPANTS:

Executive Committee: Brian Bookey, Kristin Kelly, Monte Marti, Dave Remlinger, Terry Williams (Tulalip Tribes)

Conveners: For Snohomish County Executive — Debbie Terwilleger, Gregg Farris (SnoCo PW/SWM); Terry Williams (Tulalip Tribes); Bob Everitt (WDFW); Erik Stockdale (ECY); Heather Cole (PSP); Monte Marti (Snohomish Conservation District); Hank Lippek (Stillaguamish FCD).

Support Team & Participants: Josh Kubo (Tulalip Tribes); Debbie Terwilleger, (SnoCo SWM, Public Works); Erik Stockdale, Jessica Hamill (ECY); Heather Cole (PSP); Hank Lippek (Stillaguamish Flood Control Dist); Heather Cole (PSP); John Misich (Farm Bureau); DeWelle Ellsworth; Lew Roane; Richard Honer; SLS facilitator Lew Moore (Dan Evans was out of town).

1. WELCOME, INTRODUCTION

a. Review purpose, agenda:

The November session of the SLS Executive Committee was intended to focus primarily on consideration of proposed draft bylaws for the SLS, which has operated as an ad hoc committee with only general guidance from conveners for four years. The need for bylaws has been a time-sensitive requirement in light of the need to fill open seats and make new appointments to the SLS Executive Committee and to clarify the SLS organizational structure and status. The session was also designed to provide updates on SLS actions and issues in the four focus areas and countywide, as well as other news.

b. **Welcome:** Qualco director Daryl Williams welcomed participants to the Qualco Energy office. Qualco was established ten years ago with the goal of bringing together tribes, agricultural producers, and salmon restoration interests to build and operate a community anaerobic digester. Qualco founders and key participants include the Tulalip Tribes (including Terry

and Daryl Williams), Sno/Sky Agricultural Alliance (including Dale Reiner and the Werkhoven Dairy), and NW Salmon Recovery (including John Sayre). Qualco, which means the confluence of rivers in the Salish language, models – like the SLS – the coming together of different cultures for mutual benefit and sustainable resource management.

- c. **Introductions:** Lew Moore facilitated this session of the Executive Committee without co-facilitator Dan Evans, who was out of country on the 29th. In addition to Executive Committee members, conveners, and regular participants, Lew Roane and his attorney DeWelle Ellsworth, who have threatened litigation involving SLS Executive Committee members and filed multiple public records requests involving SLS participants, attended the meeting and generated another discussion regarding the electronic recording of SLS meetings (see below).
- d. **Electronic recording of SLS meetings:** Although written summaries of SLS Executive Committee meetings are produced by the SLS co-facilitators and made available online and by request, attorney DeWelle Ellsworth has attempted to electronically record SLS meetings on several occasions. In light of the adversarial nature of Mr. Ellsworth's participation in SLS meetings and the threat of litigation, numerous SLS Executive Committee members and participants objected to being recorded. Facilitator Lew Moore, noting the lack of consent, told Mr. Ellsworth not to record the meeting.

2. BRIEF UPDATES FROM SLS PARTICIPANTS

- a. **Focus on Farming:** It was noted that the annual Focus on Farming event is underway and that the main session, organized by Snohomish County Ag Coordinator Linda Neunzig, is tomorrow, Nov. 20th at the Evergreen State Fairgrounds.
- b. **Other Updates:** Brian Bookey reported that the Port has not yet offered dates for a meeting to discuss the future of the Biringer farm. John Misich reported on the PSNERP briefing on a number of proposed projects, including an 800+ acre proposal within Marshland FCD. Heather Cole of PSP committed to bringing a DFW representative to the December EC meeting to update SLS participants, the County, and the FCD.

3. REVIEW DISCUSSION DRAFT OF SLS BYLAWS

The SLS Executive Committee has been considering and discussing a draft outline of proposed bylaws for several months. After a section-by-section review of the outline at the October Executive Committee meeting, a discussion draft of the proposed bylaws was developed and circulated, setting up the final discussion and tentative approval of bylaws during this November session. A section-by-section (article-by-article) summary of the bylaws discussion is included below and a final version of the bylaws will be circulated before the December SLS Executive Committee meeting.

SECTION-BY-SECTION SUMMARY OF BYLAWS DISCUSSION

PREAMBLE

The mission of the Snohomish Sustainable Lands Strategy (SLS) is to help generate net gains in the productivity and sustained health of fish and farm communities (broadly defined to include flood control, tribal culture, environmental quality) by providing participants with: 1) best available science and technical support, 2) a neutral, mutually respectful forum for farm-fish collaboration, 3) packaging suites of broadly supported fish-farm control measures that together generate net gain, and 4) monitoring and evaluation to measure progress.

The SLS was convened by federal, state, municipal, and tribal governments and stakeholders to reconcile conflict between agricultural and salmon recovery imperatives in the same landscape, most notably in Snohomish County's flood plains and estuaries. Its success depends on mutual respect between farm and fish communities and a willingness not just to tolerate each other but to help each other achieve improvement in productivity and sustained health ("net gain").

The SLS is has no regulatory authority – which continues to reside in the convening governments – and is not a required review or process step for projects, be they restoration or ag/infrastructure. Instead, the SLS is an opportunity to take advantage of integrated farm-fish-watershed information, technical and design assistance, packaging of fish-farm projects for net gain and broad support, and priority access to funding and permitting assistance. Some project proponents will choose to work collaboratively and with the benefit of these benefits, others may not. The SLS value proposition must be sufficiently compelling to attract voluntary participation.

ARTICLE 1: Offices, Organization type, Mission Statement

- Background: The SLS is currently operating as an ad hoc committee convened by federal, state, local, and tribal governments and "farm and fish" stakeholders. The Sustainable Fisheries Foundation, a tax-exempt 501c3 non-profit organization, serves as the fiscal agent of the SLS. The SLS is not currently incorporated, nor is it a formal advisory group to any government entity.
- Whether the SLS should become incorporated or an official advisory group, and, if so, what organizational form it should assume, has not been determined and is a matter for future discussion.
- Article 1 should include a mission statement

ARTICLE 2: Membership and Conveners

- Not a membership organization
- Conveners should be recognized, serve as an advisory group to SLS
- Recognition of conveners: conveners submit letter to SLS Executive Cmte indicating support for SLS principles and engagement in SLS approach

- Executive Cmte considers submittals and accepts as appropriate

ARTICLE 3: Executive Committee (Serving as SLS Board of Directors)

- General powers: guidelines are needed for EC members to represent or speak on behalf of the SLS
- Qualifications: accept SLS mission, principles, bylaws; represent farm, fish interests, and sign the SLS Accords and Principles
- Duties of EC members: attend meetings; listen to and constructively engage “the other side;” foster mutual respect; work to advance both fish and farm interests (net gain); reconcile divergent interests
- Number of Directors: currently 4 farm; 4 fish (including 2 tribes); min. 4, max. 10
- Appointment, Election: by Executive Committee (majority of EC and both caucuses to maintain fish-farm balance*)
- Term: two-year terms, divided into Class A & B (non-tribal EC mbrs) with staggered terms
- Increase in number: by vote of EC*
- Resignation: effective upon receipt of notice by co-chair, Sec, or EC
- Removal: by vote of EC*
- Compensation: none; expenses reimbursed by prior arrangement
- Standing or Temp Committees: Stilly, Sno Basin Work Groups
 - Non-EC SLS participant may chair or co-chair a Committee or task group
 - Resignation of Committee member:
 - Removal of Committee member

ARTICLE 4: Meetings of Executive Committee

- Annual Meeting: elect officers, review org status, finances, affiliations...
- Place of meetings: as determined by EC
- Regular meetings: monthly, or as determined by EC
- Special meetings: as determined by EC or Bylaws
- Participation by phone or videoconferencing: permissible
- Presumption of Assent:
- Quorum: majority EC members
- Manner of Acting: strive to achieve consensus; key votes require majority of both farm and fish caucuses; EC members may vote by proxy
- Notice of meetings: at least 5 days prior to meetings
- Notice by Electronic Transmission: permissible
- Waiver of Notice: by communication, by attendance

ARTICLE 5: Actions by Unanimous consent in lieu of meeting

- Permissible by electronic or written consent

ARTICLE 6: Officers and Facilitators

- Positions: Co-chairs (President/VP); basin-co-chairs; /Sec/Treas
- Facilitators, Executive Dir/Coordinator: serve at pleasure of EC

- Officer election and term of office: 1-year terms, elected at Annual Meeting; vacancies, resignation, removal, compensation, contract rights

ARTICLE 7: INDEMNIFICATION

- Definitions
- Indemnification Rights of Dir, Officers, Employees and Agents; need for insurance
- Procedure for Seeking Indemnification and/or Advancement of Expenses
- Contract and related rights
- Right of Indemnitee to bring suit
- Exceptions

ARTICLE 8: Administrative Provisions

- Books and records
- Fiscal year
- Loans to Directors and Officers Prohibited
- Rules of order: Roberts

ARTICLE 9: Definitions

4. BRIEF UPDATE OF REACH AND COUNTYWIDE INITIATIVES

- a. County-wide
- b. Lower Snohomish
- c. Lower Stillaguamish
- d. Snohomish Estuary
- e. Lower Skykomish

5. COMMENTS, QUESTIONS, NEXT STEPS

6. PARTICIPANT FOLLOW UP DISCUSSIONS